



AZ CORPORATION COMMISSION
FILED

OCT 07 2009

FILE NO. 15574342


STATE OF ARIZONA
ARTICLES OF ORGANIZATION

TACO HOLDINGS, LLC
A LIMITED LIABILITY COMPANY

1. **Name.** The name of the limited liability company is TACO HOLDINGS, LLC.
2. **Known Place of Business.** The address of the known place of business of the limited liability company is 16825 S. Weber Drive, Chandler, Arizona 85226.
3. **Agent for Service of Process.** DURFEE & PHELPS, PLLC, 1423 S. Higley Road, Ste. 127, Mesa, Arizona, 85206 is appointed, and by signature below accepts appointment, to act as the agent for service of process.
4. **Members at Time of Formation.** There are or will be two or more members at the time the limited liability company is formed. There are or will be non-voting and voting ownership interests in the company.
5. **Date of Dissolution, Continuation of Business.** The limited liability company will exist in perpetuity, unless sooner dissolved by law or action of the members. The remaining members may continue the business upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or occurrence of any other event which terminates the continued membership of a member in the company.
6. **Management.** Management of the limited liability company is vested in a manager. The name and address of the initial manager, at the time of formation of the limited liability company, is DIABLO MANAGEMENT, LLC, 108 W. 13Th Street, Wilmington, Delaware 19801.
7. **Members.** The name and address of each member who owns a twenty percent (20%) or greater interest in the capital or profits of the company are:
 - 7.1 BMW ASSET MANAGEMENT, LLLP
16825 S. Weber Drive
Chandler, Arizona 85226
8. **Purpose.** The purpose of the company is to engage in business for any lawful purpose except banking and insurance.
9. **New Members.** New members may be admitted pursuant to the terms of a written agreement between existing members.
10. **Indemnification of Members, Officers, Management.** The Company shall

indemnify and pay the expenses as incurred of an individual made a party to a proceeding because he is or was a manager, member, officer, or organizer of the Company or the Company's benefit/retirement plan against liability incurred in the proceedings if such person: (a) conducted himself or herself in good faith; (b) reasonably believed that his or her conduct was at least not opposed to the Company's or the employees'/retirement plan beneficiaries' best interest; and (c) had no reasonable cause to believe that his or her conduct was unlawful or of a criminal nature.


DURFEE & PHELPS, PLLC, Organizer



S. KENT PHELPS

DURFEE & PHELPS, PLLC, having been designated to act as Statutory Agent for TACO HOLDINGS, LLC hereby consent to act in that capacity until removed or resignation is submitted in accordance with the Arizona Revised Statutes.

DURFEE & PHELPS, PLLC



S. KENT PHELPS

Dated: SEP 10 2009